

This order is SIGNED.

Dated: June 19, 2019

  
JOEL T. MARKER  
U.S. Bankruptcy Judge



Kenneth L. Cannon II (3705) (kcannon@djplaw.com)

Penrod W. Keith (4860) (pkeith@djplaw.com)

**DURHAM JONES & PINEGAR, P.C.**

111 South Main Street, Suite 2400

P O Box 4050

Salt Lake City, UT 84110-4050

Telephone: (801) 415-3000

Fax: (801) 415-3500

Proposed Attorneys for Debtor and Debtor in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

NOAH OPERATIONS RICHARDSON TX,  
LLC; NOAH OPERATIONS SUGARLAND  
TX, LLC; NOAH OPERATIONS  
CHANDLER AZ, LLC; and NOAH  
CORPORATION,

Debtors.

Bankruptcy Case No. 19-23492  
Bankruptcy Case No. 19-23571  
Bankruptcy Case No. 19-23810  
Bankruptcy Case No. 19-23840  
(Jointly Administered)

Chapter 11

Honorable Joel T. Marker

[This Order affects only Noah Corporation]

**FINAL ORDER AUTHORIZING THE DEBTOR TO (I) (1) TO HONOR  
CERTAIN PREPETITION OBLIGATIONS TO CLIENTS, (2) PAY THE  
PREPETITION CLAIM OF CRITICAL VENDOR, AND (3) CONTINUE  
TO PAY FOR USE OF AFFILIATES' LEASED PROPERTY**

The motion (“Motion”) of debtor Noah Corporation (the “Debtor”) for an Order, pursuant to sections 105(a), 363 of the Bankruptcy Code authorizing: (1) the Debtor to honor certain prepetition obligations to clients as set forth in the Motion (the “Client Obligations”); (2) the Debtor to continue to honor Client Obligations, in each case as the Debtor deems appropriate in

its business judgment and in the ordinary course of business, without further application to the Court; (3) the Debtor to pay prepetition amounts owing to Kavinya (the “Critical Vendor”); (4) the Debtor to continue to pay Noah Operations Richardson TX, LLC; Noah Operations Sugarland TX, LLC; and Noah Operations Chandler AZ, LLC, all of which are chapter 11 debtors before this Court (the “Affiliates”) for the use of venues used and operated by the Debtor which are leased by the Affiliates from third parties; and (5) the Debtor’s bank, Chase Bank, to honor and process check and electronic transfer requests related to the foregoing, came on for final hearing as scheduled. The Court earlier entered an interim Order (the “Interim Order”), which authorized the Debtor to honor prepetition Client Obligations (as defined in the Motion) as they arise, to pay prepetition amounts up to \$100,000 owed to the Critical Vendor (as defined in the Motion), and to pay postpetition amounts to the Affiliates (as defined in the Motion), which the Debtor estimates to be no more than \$45,000 per month per Affiliate) for the use of venue facilities used and operated by the Debtor which are leased by the Affiliates from third parties.

Appearances of counsel were as noted on the record.

The Court, having reviewed and considered the Motion, objections raised thereto, the declaration of William J. Bowser, and any testimony offered at the hearing in support thereof, and the arguments of counsel, having found that notice is sufficient, that the honoring of prepetition Client Obligations is critical to maintaining the loyalty, support, and goodwill of its clients and the success and viability of the Debtor’s business is dependent upon the patronage and loyalty of its clients; that honoring the Client Obligations and paying prepetition amounts owing to the Critical Vendor are necessary to avoid immediate and irreparable harm to the Debtor and its estate and is authorized by the doctrine of necessity, that all of the requested relief is warranted pursuant to section 363 of the Bankruptcy Code; and having made other findings

and conclusions on the record of the hearing, which are incorporated herein by this reference, hereby

ORDERS:

1. The Motion is granted on a final basis.
2. The Debtor is authorized to honor prepetition Client Obligations as they arise.
3. The Debtor is authorized to pay prepetition amounts up to \$100,000 owed to the

Critical Vendor.

4. The Debtor is authorized to pay postpetition amounts to the Affiliates (which the Debtor estimates to be approximately \$45,000 per month per affiliate) for the use of venue facilities used and operated by the Debtor which are leased by the Affiliates from third parties.

5. The Debtor's bank, Chase Bank, to receive, process, honor, and pay all checks for payment of these amounts and types of claims that are authorized by this Order to the extent the Debtor have sufficient funds standing to its credit with the Bank, and to rely on the representations of such Debtor as to which checks are issued and authorized to be paid in accordance with this Motion without any duty of further inquiry and without liability for following the Debtor's instructions.

3. The 14-day stay imposed by Bankruptcy Rule 6004(h) of this Order is waived.

\* \* \* \* **END OF ORDER** \* \* \* \*

**DESIGNATION OF PARTIES TO BE SERVED**

Service of the foregoing **FINAL ORDER AUTHORIZING THE DEBTOR TO (1) (1) TO HONOR CERTAIN PREPETITION OBLIGATIONS TO CLIENTS, (2) PAY THE PREPETITION CLAIM OF CRITICAL VENDOR, AND (3) CONTINUE TO PAY FOR USE OF AFFILIATES' LEASED PROPERTY** shall be served to the parties and in the manner designated below:

**By Electronic Service:** I certify that the parties of record in this case as identified below, are registered CM/ECF users.

- Ryan C. Cadwallader rcadwallader@kmclaw.com, tsanders@kmclaw.com
- Steven W. Call scall@rqn.com, docket@rqn.com
- Kenneth L. Cannon kcannon@djplaw.com, khughes@djplaw.com
- P. Matthew Cox bankruptcy\_pmc@scmlaw.com
- T. Edward Cundick tec@clydesnow.com, laardema@clydesnow.com
- Penrod W. Keith pkeith@djplaw.com, khughes@djplaw.com
- Julie E. Kenworthy jkenworthy@kmclaw.com
- Reid W. Lambert rlambert@strongandhanni.com, tlawrence@strongandhanni.com
- John T. Morgan tr john.t.morgan@usdoj.gov,  
James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov
- Erik A. Olson eolson@olsontrial.com
- Shawn T. Richards srichards@kmclaw.com
- Mark C. Rose mrose@mbt-law.com, markcroselegal@gmail.com
- Brian M. Rothschild brothschild@parsonsbehle.com, ecf@parsonsbehle.com
- United States Trustee USTPRegion19.SK. ECF@usdoj.gov

**By U.S. Mail** - In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice pursuant to Fed R. Civ. P. 5(b).

- *Attached List*

/s/ Penrod W. Keith  
Penrod W. Keith

Robert Baker  
98 West 550 North  
Vineyard, UT 84059

Jeannette Bonin  
c/o Charles V. Bonin  
133 Washington Street  
Morristown, NJ 07960

Julie/Brent Cashin  
3008 The Strand  
Manhattan Beach, CA 90266

Judi Davenport  
3263 Claremont Way  
Napa, CA 94558

LaRayne Day  
1563 East Spyglass Hill Dr.  
Draper, UT 84020

Dan Naylor  
2595 East 9900 South  
Sandy, UT 84092

Sherrie East  
100 N Tryon Street  
Charlotte, NC 28255

Victor Grijalva  
449 Avalon Lane  
Coppell, TX 75019

Guggenheim Retail Real Estate  
Partners  
3000 Internet Boulevard  
Frisco, TX 75034

Chris Hoke  
1709 Shady Knoll Court  
Sewickley, PA 15143

Elaine Horrocks  
1467 Indian Hills Dr  
Salt Lake City, UT 84108

Kristin Matthews  
4821 SW 35<sup>th</sup> Place  
Portland, OR 97221-3904

Andrew Moyce  
1163 Ashmount Avenue  
Piedmont, CA 94610

Nancy Neil  
2640 West 15090 South  
Bluffdale, UT 84065

Robyn Openshaw  
8086 Courtyard Loop  
Park City, UT 84098

The Real Mint LLC  
Attn: Mary Ann Holda  
768 Harris Point Dr.  
Virginia Beach, VA 23455

Rockwell Debt-Free Properties, Inc.  
8494 South 700 East Ste. 200  
Sandy, UT 84070

William Hassel Schjelderup  
3755 Evelyn Dr.  
Salt Lake City, UT 84124

Lorrie Stark  
4542 Temple Shadows Dr  
Cedar Hills, UT 84062-8669

Doug Sullivan  
11648 S Ingot Way  
South Jordan, UT 84095

Internal Revenue Service  
Centralized Insolvency Operations  
P O Box 7346  
Philadelphia, PA 19101-7346

Utah State Tax Commission  
Taxpayer Services Division  
Attention: Michelle Riggs  
210 North 1950 West  
Salt Lake City, UT 84134

Securities & Exchange Commission  
Attn: Daniel J. Wadley  
351 S. West Temple, Suite 6.100  
Salt Lake City, UT 84101

Mark Hashimoto  
Piercy Bowler Taylor & Kern  
7050 S Union Park Avenue, Ste 140  
Midvale, UT 84047